

**CERTIFICATE OF RESOLUTIONS OF THE ROMAN CATHOLIC DIOCESE OF
ALBANY, NEW YORK**

The Roman Catholic Diocese of Albany, New York (the “Diocese”), a not-for-profit corporation organized and incorporated under the laws of the State of New York on April 12, 1941 and pursuant to a special act of the New York State Legislature (Chapter 283 Laws of 1941), hereby adopts the following resolutions by written consent:

WHEREAS, I along with the Vicar General of the diocese, the Finance Office, the Chief Financial Officer and the Trustees of the Diocese having reviewed the financial information of the Diocese, considered the pending actions asserting claims under the New York Child Victims Act against the Debtor and the effects of those claims on the ability of the Debtor to fulfill its spiritual, educational, ecclesiastical and social missions, consulted with the financial, legal and spiritual advisors of the Diocese and considered alternatives available to the Diocese to address those claims; and

WHEREAS, the representatives of the Diocese have consulted with legal counsel retained by the Diocese to review potential alternatives to a bankruptcy filing by the Debtor; and

WHEREAS, I, as Bishop; Father David LeFort as Vicar General and Giovanni Virgilio as Chancellor of the Diocese, being all of the officers and members of the Board of Trustees have adopted the following resolutions:

NOW, THEREFORE, BE IT RESOLVED, that in order to address the claims asserted against the Diocese under the New York Child Victims Act as well as to reorganize the Diocese’s finances to allow it to continue to fulfill its mission to the Catholic community of the Diocese and the communities in which it provides vital spiritual, educational and social services, the Diocese has determined that to seek relief pursuant to Chapter 11 of the United States Bankruptcy Code (11 U.S.C. §101, et seq.); and be it further

RESOLVED, that Father Robert Longobucco, Vicar General and Moderator of the Curia of the Diocese, and such other representatives as he may designate and as further authorized by the Diocese is hereby authorized to execute and file a voluntary petition, schedules, statements,

lists, motions and other pleadings as necessary to commence a Chapter 11 bankruptcy proceeding on behalf of the Diocese in the United States Bankruptcy Court for the Northern District of New York; and be it further

RESOLVED, that the officers and representatives of the Diocese, and such other representatives as may be designated and as further authorized by the Diocese, are authorized and directed to employ the law firm of Nolan Heller Kauffman LLP as counsel to the Diocese in its Chapter 11 proceeding; and it is further

RESOLVED, that the officers and representatives of the Diocese are authorized to retain such other professionals as necessary to represent the Diocese or perform professional services on its behalf, including executing retainer agreements, applications for retention to be filed with the Bankruptcy Court and pay any retainer as may be provided for in such applications and as authorized by the Bankruptcy Court; and be it further

RESOLVED, that the officers and representatives of the Diocese are authorized and directed to appear in all such bankruptcy proceedings on behalf of the Diocese, and to otherwise do and perform any and all acts and deeds and to execute and deliver all necessary documents on behalf of the Diocese in connection with said bankruptcy proceedings; and be it further

RESOLVED, that any and all actions taken prior to, but in connection with or contemplation of, the resolutions set forth herein are hereby ratified and confirmed as though approved at the time of such actions.

The undersigned further certify that the foregoing resolutions are in full force and effect on the date hereof as resolutions duly adopted by the Board of Trustees of the Diocese and have been in full force and effect at all times subsequent to their adoption, not having been amended, repealed or modified.

IN WITNESS WHEREOF, the undersigned has executed this certificate, as of March 15, 2023.

/s/Bishop Edward B. Scharfenberger
The Most Reverend Edward B. Scharfenberger,
Bishop of Albany

/s/Father Robert Longobucco, V.G.
Father Robert Longobucco
Vicar General and Moderator of the Curia of the
Diocese

/s/Giovanni Virgilio
Giovanni Virgilio
Chancellor of the Diocese